FORM PTO-1618C Expires 06/30/99 OMB 0651-0027

05-01-2001



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Document ID #	Effective Date Month Day Year
Correction of PTO Error	02232000
Reel # Frame #	X Change of Name
Corrective Document	X Other Correction
Reel # 002214 Frame # 0932	7
Conveying Party	Mark if additional names of receiving parties attached Execution Date Month Day Year
Name Penn State Geisinger Health System Foun	dation 02232000
Formerly	
	Limited Partnership Corporation Association
Individual General Partnersnip	
X Other Nonprofit Corporation	
Citizenship State of Incorporation/Organization	Pennsylvania
Receiving Party	Mark if additional names of receiving parties attached
Name Geisinger Health System Foundation	
DBA/AKA/TA	
Composed of	
Address (line 1) 100 North Academy Avenue	
Address (line 2)	17022 2021
Address (line 3) Danville	Pennsylvania 17822-3021 State/Country Zip Code
City	15 degument to be recorded is an
Individual General Partnership	assignment and the receiving party is
Corporation Association	appointment of a domestic
X Other Nonprofit Corporation	(Designation must be a separate document from the Assignment.)
Citizanchin State of Incorporation/Organization	Pennsylvania
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FORM PTO-16 Expires 06/30/99 OMB 0651-0027	Page 2	U.S. Department of Commerce Patent and Trademark Office TRADEMARK
Domestic Re	epresentative Name and Address Enter for the first Receiving Pa	arty only.
Name	Jamie B. Bischoff, Esquire	
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Address (line 3)	Philadelphia, PA 19103	
Address (line 4)		
Corresponde	ent Name and Address Area Code and Telephone Number (215) 86-	4-8207
Name	Јапліе В. Bischoff, Esquire	
Address (line 1)	Ballard Spahr Andrews & Ingersoll, LLP	
Address (line 2)	1735 Market Street, 51 ^x Floor	
Address (line 3)	Philadelphia, PA 19103	
Address (line 4)		
	Enter the total number of pages of the attached conveyance documen including any attachments.	t # 6
Trademark I	Application Number(s) or Registration Number(s) demark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the	Mark if additional numbers attached a same property).
Tra	demark Application Number(s) Registration	Number(s)
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Number of	Properties Enter the total number of properties involved.	# 1
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Depos (Enter fo	t Account or payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number:	# 02-0755
	Authorization to charge additional fees:	Yes X No
Statement	and Signature To the best of my knowledge and belief, the foregoing information is true a any attached copy is a true copy of the original document. Charges to dep are authorized, as indicated herein.	and correct and losit account
Jamie_ Name	B. Bischoff of Person Signing Signature	Date Signed

EXHIBIT A

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Apr-24-01

REGISTRATION/ SERIAL NUMBER REGISTRATION/ FILING DATE

GEISINGER HEALTH PLAN

(and Design)®

1,863,949

November 22, 1994

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No. 12:54 From-Ballard Spahr 215 864 8888 T-347 F.104/912 F-938 No. 12:54 From-Ballard Spahr 215 864 8888 T-347 F.104/912 F-938 No. 12:54 From-Ballard Spahr 22:58 8888 T-347 F.104/912 F-938 No. 12:54 From-Ballard Spahr 22:58 8888 T-347 F.104/912 F-938 No. 12:54 From-Ballard Spahr 22:58 8888 T-347 F.104/912 F-938 No. 12:54 From-Ballard Spahr 22:58 8888 T-347 F.104/912 F-938 No. 12:54 From-Ballard Spahr 22:58 8888 T-347 F.104/912 F-938 RECORDATION FORM COVER SHEET TRADEMARKS ONLY The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copyties). Druission Type No. No. 12:54 From-Ballard Spahr 22:58 From-Ballard Spahr	Apr-24-01	09:32	From-Ballard Spahr	215 864 8999	T-986 P.009/017 F-930
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Citizenship State of Incorporation/Organization Pennsylvania Citizenship State of Incorporation/Organization Pennsylvania Mark if additional names of receiving parties attached Name Geisinger Health System Foundation BA/AKA/TA composed of didress (line 1) 100 North Academy Avenue didress (line 2)	homission T New Resubmission Document Correction of Reel # Corrective D Reel # Doveying Ponveying P	n () iD # [i PTO En	or Frame # Frame # Ceneral Partnership	Conveyance Type Assignment Security Agreement Marger Change of Name Other Mark if additional names of receiving parties	icense lunc Pro Tunc Assignment Effective Date Month Day Year 02232000 Execution Date Month Day Year 02252000
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ddress (line 3) Danville Pepmsylvania 17822-3021 State/Country Zip Code Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.) Y Citizenship State of Incorporation/Organization Pemsylvania	Name BA/AKA/TA omposed of ddress (line 1)	Geising			
Y Citizenship State of American	ddress (line 3) Individual Composition	Nanprof	City General Partnership Association	Limited Partnership If do assigned appropries (Des doctors)	Zip Code ocument to be recorded is an gament and the receiving party is domicited in the United States, an contract of a domestic esentative should be attached signation must be a separate
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Name	Jamie B	Bischoff, Esquire					
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dress (line 2)	3735 M	arket Street, S1st Flo	ог				
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Name	Jamie B	. Bischoff, Esquire	Area Code an	o reteptione Num	(213)	804-8207	
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EXHIBIT A

MARK	REGISTRATION/ SERIAL NUMBER	REGISTRATION/ FILING DATE
GEISINGER®	1,362,526	September 24, 1985
GEISINGER (and Design)®	1,364,937	October 8, 1985
GEISINGER GOLD HEALTH PLAN (and Design)®	2,032,368	January 21, 1997
GEISINGER HEALTH PLAN®	1,864,935	November 29, 1994
GEISINGER HEALTH PLAN (and Design)®	1,863,946 E Incorrect	November 22, 1994
GEISINGER HEALTH PLAN (and Design)®	2,089,159	August 19, 1997
GEISINGER HEALTH PLAN GOLD®	1,893,342	May 9, 1995
GEISINGER HEALTH PLAN GOLD (and Design)®	1,890,185	April 18, 1995
GEISINGER (and Design)®	75/045,533	January 18, 1996

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EXHIBIT A

<u>ARTICLES OF AMENDMENT</u>

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF GEISINGER HEALTH SYSTEM FOUNDATION-

- The name of the corporation is Geisinger Health System Foundation (the "Corporation").
- The location and post office address of the registered office of the Corporation in 2. this Commonwealth is:

Geisinger Health System Foundation 100 North Academy Avenue Danville, Pennsylvania 17822-3021

The Corporation is incorporated for the purpose of conducting exclusively 3. charitable, scientific and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any successor United States Internal Revenue law) (the "Internal Revenue code"), including, directly or indirectly, supporting, operating for the benefit of, performing the functions of, or carrying out the purposes of, Geisinger Medical Center or any other organization affiliated with the Corporation which qualifies as an exempt organization under Sections 501(c)(3) and 509(a)(1), 509(a)(2), 509(a)(3) or 115 of the Internal Revenue Code. The Corporation shall engage in all activities properly related to the foregoing, including the solicitation of funds from individuals, corporations and other organizations for financing the services to be provided.

The Corporation shall have a fiduciary obligation to support and carry out the purposes of the trust established under the will dated June 19, 1915, and codicils thereto, and indenture dated September 27, 1917 of Abigail A. Geisinger, (the "Geisinger Trust").

- All activities of the Corporation shall be subject to the following restrictions: 4.
- No substantial part of the activities of the Corporation shall be the carrying on of propaganda or attempting to influence legislation.

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- B. The Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.
- C. The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status (1) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code or (2) as a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code.
- D. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its directors, officers or other private persons, and no part of the net income of the Corporation shall inure to the benefit of, or be distributed to, any such person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.
 - 5. The term for which the Corporation is to exist is perpetual.
 - The Corporation organized upon a non-stock basis.
 - The Corporation shall have no members.
 - The Corporation is incorporated under the provisions of the Nonprofit Corporation Law of 1972, as amended.
- Or making provision for the payment of all of the liabilities and obligations of the Corporation, pay over and transfer, subject to the prior approval of the Trustee of the Geisinger Trust, or its successor, all of the assets of the Corporation to (i) an organization or organizations organized and operated exclusively for charitable, educational or scientific purposes, provided that at such time the recipient qualifies as an organization exempt from taxation under Section 115 of the Internal Revenue Code, for a public purpose. No portion of the assets shall inure to the benefit of any director or officer of the Corporation or any enterprise organized for profit.
- 10. The Articles of Incorporation of the Corporation shall not be amended without the prior approval of the Trustee of the Geisinger Trust, or its successor.

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PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

586

GEISINGER HEALTH SYSTEM FOUNDATION

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR PILED DOCUMENT. PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN FENNSYLVANIA. IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITIES THAT ARE CHARITIES AND SOLICIT FUNDS SHOULD CONTACT THE BUREAU OF CHARITABLE ORGANIZATIONS FOR REGISTRATION REQUIREMENTS AT DEPARTMENT OF STATE, BUREAU OF CHARITABLE ORGANIZATIONS, SUITE 300 124 PINE STREET, HARRISBURG, PENNSYLVANIA 17101 (717) 783-1720 OR 1-800-732-0999 WITHIN PENNSYLVANIA.

ENTITY NUMBER: 0731190

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compliance with the requirements of 15 Pa.C.S. § 591 ation, desiring to amend its articles, hereby states that	5 (relating to articles of ament:	idment), the under	signed nonprof
name of the corporation is: Penn State Geising	ger Health System Found	ation	
	··		
e (a) address of this corporation's current registered office provider and the county of venue is (the Department):	ce in this Commonwealth or (b ant is hereby authorized to co) name of its comm meet the following	nercial registers information to
· · · · · · · · · · · · · · · · · · ·	nville PA	17822-30	21 Montour
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Name of Commercial Registered Office Provider			Соипту
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statute by or under which it was incorporated is: No	emprofit Corporation Law	v o£ 1972*, as	amended
e date of its incorporation is: November 3, 1975			
heck, and if appropriate complete, one of the following	g):		
$\frac{8}{2}$ The amendment shall be effective upon filing these A	Articles of Amendment in the	Department of Sta	te.
The amendment shall be effective on:	at	Hour	
check one of the following):	Jake .	noa	
The amendment was adopted by the members (or s	shareholders) pursuant to 15	Pa.C.S. § 5914(a).	
I The amendment was adopted by the board of direct	tors pursuant to 15 Pa.C.S. §	5914(b).	
Check, and if appropriate complete, one of the followin			
The amendment adopted by the corporation, set for	•		
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X The amendment adopted by the corporation is set		hed hereto and m	ade a nan her
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(Check, if the a	mendme	at restates the Articles):						
_XThe restaucc	i Articles	of Incorporation supersede th	e onginal Artich	as an	d all amenc	iments the	reiń.	
IN TESTIMON' uthorized officer U	WHERE	OF the undersigned corporation 22d day of Fubruat	ion has caused	these	Articles of	Amendmer	it to be sign	ned by a duly
			Geiringer	Beal		n Foundat of Corpore		
•			BY: Elizab		Peta	uon 1	Hall	
•	Į.		Elizabeth I		Son Hall) } }	

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